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September 8, 2000

VIA HAND DELIVERY

Mary L. Cottrell, Secretary
Department of Telecommunications and Energy
One South Station
Boston, Massachusetts 02110

Re: Joint Petition of Western Massachusetts Electric Company,
New England Power Company and Fitchburg Gas and Electric
Light Company for Approval of Asset Divestiture, D.T.E. 00-68

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Dear Secretary Cottrell:

Enclosed please find for filing with the Department of Telecommunications and Energy ("Department") an original and nine copies of the Joint Petition of Western Massachusetts Electric Company ("WMECO"), New England Power Company ("NEP") and Fitchburg Gas and Electric Light Company ("FG&E") (collectively, the "Petitioners") for approval of the sale of the Petitioners' respective interests in Millstone nuclear generating units 1, 2, and 3. In support of this application, the Petitioners have attached the:

- (1) prefilled direct testimony of Richard A. Soderman and Richard M. Kacich;
- (2) prefilled direct testimony of Paul M. Dabbar;
- (3) prefilled direct testimony of Terry L. Schwennesen;

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(4) prefiled direct testimony of Mark H. Collin; and

(5) Purchase and Sale Agreement and related documents entered into on August 72000 between the Petitioners, other owners and Dominion Resources, Inc. Included also with the filing today are four copies of voluminous back-up schedules to the Purchase and Sale Agreement and Interconnection Agreement.

The Joint Petition submitted today further includes a request that the Department make a specific determination that will allow the Petitioners' divested assets to be determined by the Federal Energy Regulatory Commission to be "eligible facilities," pursuant to Section 32(c) of the Public Utility Holding Company Act of 1935.

The Petitioners respectfully request a decision from the Department on their application by the end of calendar-year 2000 to allow the closing of the sale on or about April 1, 2001. The Petitioners further request that the Department act on and approve contemporaneously The Connecticut Light and Power Company's and Public Service of New Hampshire's 'Joint Petition for Findings under Section 32(c) of the Public Utility Holding Act of 1935' filed today in D.T.E. 00-69. This joint petition is related to the sale of Millstone generation interests and a

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contemporaneous decision would facilitate a simultaneous asset sale closing.

Please contact me should you have any questions with respect to this filing.

Thank you for your attention to this matter. Attached is the \$100 filing fee.

Very truly yours,

Stephen Klionsky

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cc: George Dean, Attorney General's Office

David O'Connor, Com'r, DOER